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Of Attorneys for Karamanos Holdings, Inc.,
Debtor-in-Possession

UNITED STATES BANKRUPTCY COURT
DISTRICT OF OREGON

In re:	Bankruptcy Case Nos.
Sunshine Dairy Foods Management, LLC and Karamanos Holdings, Inc.,	18-31644-pcm11 (Lead Case)
Debtors-in-Possession.	18-31646-pcm11
	NOTICE OF MONTHLY FEE STATEMENT AND REQUEST FOR PAYMENT FILED BY MOTSCHENBACHER & BLATTNER LLP

Motschenbacher & Blattner LLP (the “Professional”) hereby files its Fee Statement (copy attached as **Exhibit A**) covering the period of November 1, 2018 through November 30, 2018 with the Court and requests that Debtor make payment on the Fee Statement in accordance with that certain “**Order Establishing Procedures for Payment of Interim Professional Fees**” (Dkt #255) (“**Order**”).

NOTICE IS HEREBY GIVEN, pursuant to Paragraph 3 of the Order, that unless a Notice Party objects to payment of the Fee Statement on or before a date that is **14 days** from the date of this Notice, the Debtor(s) may pay, after retainers are exhausted, the Professional 80% of

the fees and 100% of the expenses shown on the Billing Statement without further court approval or order. If a timely objection is made and is not withdrawn, the dispute may be submitted to the Bankruptcy Court by any party for resolution.

Objections, if any, must be in writing, must state the amount objected to and the basis of the objection, and must be served on the Notice Parties shown on the attached Certificate of Service.

The undersigned certifies that on December 28, 2018, a copy hereof was served pursuant to the Order Establishing Procedures for Payment of Interim Professional Fees (Dkt. No. 255), on: (a) the attorneys for the Debtors, (b) the Chairperson of the Committee and attorneys for the Committee, (c) the U.S. Trustee; (d) all parties holding an interest in cash collateral; and (e) all parties requesting special notice (collectively, the “Notice Parties”).

Dated December 28, 2018.

MOTSCHENBACHER & BLATTNER LLP

By: /s/ Nicholas J. Henderson
Nicholas J. Henderson, OSB #074027
Of Attorneys for Joint Debtor
Karamanos Holdings, Inc.

EXHIBIT A

Detail Fee Transaction File List
Motschenbacher & Blattner LLP

<u>Client</u>	<u>Trans Date</u>	<u>Tmkr</u>	<u>Hours to Bill</u>	<u>Amount</u>	
Client ID 4066.102 Karamanos Holdings, Inc.					
4066.102	11/01/2018	11	1.50	562.50	Multiple emails from/to J. Dumas, N. Davidson, D. Boverman and D. Ricks regarding postponement of settlement conference (0.3); emails from/to T. Solomon regarding same (0.2); email from D. Ricks and A. Kennedy regarding cash collateral order (0.2); telephone call from J. Myers regarding form of Purchase and Sale Agreement for West Plant (0.1); emails from/to D. Boverman and N. Davidson regarding same (0.2); additional telephone call from D. Ricks regarding settlement issues and administrative claims (0.3); email to J. Dumas and N. Davidson regarding settlement ideas (0.2).
4066.102	11/05/2018	11	1.80	675.00	Emails to/from D. Ricks regarding exclusivity period (0.2); email to J. Myers regarding comments to Purchase and Sale Agreement (0.2), email from S. Smith regarding rescheduled hearing (0.2); email to N. Davidson regarding same (0.2); review draft motion to extend exclusivity period (0.2); emails from/to D. Ricks regarding same (0.2); telephone call from N. Davidson regarding claims questions and preservation of records (0.5); email from N. Davidson regarding same (0.1).
4066.102	11/07/2018	11	0.40	150.00	Attend hearing on Joint Motion to Extend Exclusivity Period; email to B. Warren regarding purchase price allocation; email to D. Ricks regarding same.
4066.102	11/09/2018	11	1.20	450.00	Revise Purchase and Sale Agreement (1.0); email to J. Myer and H. Levine regarding same (0.2).
4066.102	11/13/2018	11	0.50	187.50	Telephone call from D. Ricks regarding consolidation and indemnity issues.
4066.102	11/16/2018	11	2.20	825.00	Revise and finalize Bid Procedures motion, order and notice (1.2); draft Lease Assumption and Assignment Motion (1.0).
4066.102	11/16/2018	11	0.50	187.50	Emails from/to D. Boverman and A. Kennedy regarding distribution from auction proceeds; email from UST regarding quarterly fees; email to client regarding same.
4066.102	11/19/2018	11	1.20	450.00	Review email from J. Dumas regarding settlement issues and calculations (0.4); review documents and notes regarding settlement issues (0.80).
4066.102	11/20/2018	11	0.60	225.00	Telephone call from N. Davidson regarding update and strategy for settlement conference.
4066.102	11/26/2018	11	1.50	562.50	Emails from J. Dumas and D. Ricks regarding financial information and preparation for settlement conference (0.6); review claims spreadsheet from D. Ricks (0.2); prepare updated spreadsheet for use in settlement conference (0.3); review Motion to Reject Leases (0.2); email to D. Boverman and N. Davidson regarding same (0.2).
4066.102	11/27/2018	11	1.70	637.50	Review Motion to Distribute Funds from D. Ricks (0.2); review Amended Motion to Raise Cap from D. Ricks (0.2); email to S. Cobb regarding same (0.1); review email from N. Davidson with secondary authority regarding claims and property of the estate (1.0); email to N. Davidson regarding same (0.2).
4066.102	11/28/2018	11	1.60	600.00	Telephone call from N. Davidson regarding strategy and mediation concerns (0.3); emails from/to J. Dumas and N. Davidson regarding same (0.2); telephone call from D. Ricks regarding mediation and discussion with T. Solomon (0.4); conference call with J. Dumas and D. Ricks regarding same (0.6).
4066.102	11/29/2018	11	2.80	1,050.00	Conference call with N. Davidson and J. Dumas regarding upcoming settlement conference (1.0); follow-up telephone call from N. Davidson regarding additional questions (0.4); review mediation submissions by all parties (1.0); email to T. Solomon and D. Ricks regarding conference call (0.1); review email from J. Dumas regarding strategy (0.3).
Total for Client ID 4066.102		Billable	17.50	6,562.50	Karamanos Holdings, Inc. Bankruptcy Main File
Client ID 4066.105 Karamanos Holdings, Inc.					
4066.105	11/13/2018	11	0.20	75.00	Review and revise Notice regarding monthly fees.
Total for Client ID 4066.105		Billable	0.20	75.00	Karamanos Holdings, Inc. Employment
Client ID 4066.106 Karamanos Holdings, Inc.					
4066.106	11/01/2018	11	0.40	150.00	Review email and comments to Purchase and Sale Agreement from J. Myers.
4066.106	11/06/2018	11	2.30	862.50	Telephone call from H. Levine regarding revisions to Purchase and Sale Agreement for West Plant (0.3); email to H. Levine regarding East Plant bid procedures (0.2); email to D. Ricks and D. Boverman regarding same (0.2); email from J. Myers regarding comments (0.1); review comments to Purchase and Sale Agreement (0.8); telephone call from D. Ricks regarding comments to Purchase and Sale Agreement (0.4); emails to client regarding comments (0.3).
4066.106	11/07/2018	11	1.70	637.50	Email from D. Boverman regarding response to buyer's comments to Purchase and Sale Agreement (0.2); follow-up email from D. Boverman regarding additional comments from group (0.1); email from N. Davidson regarding same (0.2); telephone call from N. Davidson regarding same (0.3); email from N. Davidson regarding more comments (0.2); telephone call to D. Boverman regarding Purchase and Sale Agreement provisions (0.2); email from D. Ricks regarding comments (0.2); additional emails to/from N. Davidson regarding comments (0.3).
4066.106	11/08/2018	11	1.70	637.50	Emails from D. Boverman and N. Davidson regarding comments to Purchase and Sale Agreement (0.3); continue review of comments from H. Levine and revise Purchase and Sale Agreement for West Plant (1.1); email to D. Boverman regarding question (0.1); email to N. Davidson and D. Boverman

Detail Fee Transaction File List
Motschenbacher & Blattner LLP

Client	Trans Date	Tmkr	Hours to Bill	Amount	
Client ID 4066.106 Karamanos Holdings, Inc.					
4066.106	11/12/2018	11	1.10	412.50	regarding revisions to Purchase and Sale Agreement (0.2). Telephone call from D. Ricks regarding bid procedure and comments from buyer (0.2); telephone call from H. Levine regarding same (0.3); email from J. Myer regarding additional comments (0.2); review comments and prepare comments regarding same (0.4).
4066.106	11/13/2018	11	1.00	375.00	Review email and revised Purchase and Sale Agreement from J. Myer (0.3); draft revised bid procedures, and related motion/notice (0.7).
4066.106	11/15/2018	11	3.50	1,312.50	Telephone call from J. Myers regarding status of Purchase and Sale Agreement (0.2); revise Purchase and Sale Agreement (0.2); continue drafting revised bid procedures motion, notice and order (2.4); email to J. Myers and H. Levine regarding same (0.4); multiple emails from D. Boverman and auctioneer regarding proceeds and update (0.3);
4066.106	11/20/2018	11	2.70	1,012.50	Review comments from H. Levine regarding bid procedures documents (0.3); revise bid procedures motion and notice regarding same (1.0); draft motion to assume and assign lease, and proposed order (1.0); draft email to H. Levine regarding revisions and Lease Motion (0.4);
4066.106	11/26/2018	11	1.60	600.00	Emails from/to D. Boverman and C. Safely regarding update (0.2); email to H. Levine regarding same (0.1); telephone call from H. Levine regarding revisions to documents (0.3); review email and attachment from H. Levine regarding revised Lease Motion (0.3); email to D. Boverman regarding same (0.1); revise and compile Purchase and Sale Agreement and all attachments (0.4); email to buyer and client regarding same (0.2).
4066.106	11/27/2018	11	0.50	187.50	Email from H. Levine regarding Purchase and Sale Agreement; compile and review Purchase and Sale Agreement; email to all parties regarding same.
4066.106	11/28/2018	11	1.40	525.00	Telephone call from N. Davidson regarding Purchase and Sale Agreement and board consent (0.3); draft board consent and email to directors (0.5); meeting with B. Karamanos regarding same (0.2); telephone call from H. Levine regarding Purchase and Sale Agreement (0.2); telephone call from J. Gillespie regarding potential competitive bid (0.2).
4066.106	11/29/2018	11	1.60	600.00	Emails to/from H. Levine regarding bid procedures motion (0.2); telephone call to H. Levine regarding same (0.2); telephone call from J. Myer regarding escrow and deposit (0.2); revise and compile final bid procedures motion (0.5); email to H. Levine regarding same (0.2); telephone call from D. Boverman regarding update (0.3).
4066.106	11/30/2018	11	0.90	337.50	Email to D. Boverman regarding NBP Capital update (0.2); email to E. Hanson regarding purchase price allocation from Lyrical (0.2); conference call with counsel regarding mediation (0.5).
4066.106	11/30/2018	11	2.30	862.50	Multiple emails and telephone conferences with H. Levine regarding bid procedures motion and documents, and revisions thereto (0.8); revise documents (0.7); emails to all parties regarding same (0.2); draft notice of hearing (0.2); emails from/to A. Kennedy regarding FBCC claim (0.2); emails from/to D. Boverman regarding update (0.2).
Total for Client ID 4066.106		Billable	22.70	8,512.50	Karamanos Holdings, Inc. 361, 362, 363, 364, 365

TOTAL:

Billable 40.40 15,150.00

Detail Cost Transaction File List
Motschenbacher & Blattner LLP

Client	Trans Date	Amount
4066.102	11/30/2018	3.29 Postage
4066.102	11/30/2018	64.50 Photocopies
4066.102	11/30/2018	38.50 PACER; court access

TOTAL:

106.29

GRAND TOTAL: \$15,256.29

In re Sunshine Dairy Foods Management, LLC
Ch 11 Bankruptcy Case No. 18-31646-pcm11
In re Karamanos Holdings, Inc.;
Chapter 11 Bankruptcy Case No. 18-31646-pcm11

CERTIFICATE - TRUE COPY

DATE: December 28, 2018

DOCUMENT: NOTICE OF MONTHLY FEE STATEMENT AND REQUEST FOR
PAYMENT FILED BY MOTSCHENBACHER AND BLATTNER LLP

I hereby certify that I prepared the foregoing copy of the foregoing named document and have carefully compared the same with the original thereof and it is a correct copy therefrom and of the whole thereof.

CERTIFICATE OF SERVICE

I hereby certify that I served a copy of the foregoing on:

Valley Falls Farm, LLC
c/o Bryan P. Coluccio, V.P. and
General Counsel Keystone-Pacific, LLC
18555 SW Teton Avenue
Tualatin, OR 97062
(Un. Sec. Cred. Comm. Chairperson)

Sorrento Lactalis, Inc.
c/o Phillips Lytle LLP
Attn: Angela Z. Miller
125 Main Street
Buffalo, NY 14203

Scott Laboratories Inc.
Attn: Jill Skoff, Accting Assistant
PO Box 4559
Petaluma, CA 94955

by mailing a copy of the above-named document to each of them in a sealed envelope, addressed to each of them at his or her last known address. Said envelopes were deposited in the Post Office at Portland, Oregon, on the above date, postage prepaid.

I hereby certify that the foregoing document was served on all CM/ECF participants through the Court's Case Management/Electronic Case File system on the date set forth below.

Dated: December 28, 2018

MOTSCHENBACHER & BLATTNER, LLP

By: /s/Nicholas J. Henderson
Nicholas J. Henderson, OSB #074027
Of Attorneys for Karamanos Holdings, Inc.